FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL								
OMB Number:	3235-0076							
Expires:	August 31, 1998							

Expires: August 31, 1998
Estimated average burden
hours per response16.00

SEC	USE ONLY
Prefix	Serial
DATE	RECEIVED

Name of Offering (check in	f this is an amendment and na	me has changed	, and indica	ite change.)	75822
Filing Under (Check box(es) tha	t apply): Rule 504 R	ule 505 Rul	le 506	Rule 4(6) U	LOE
Type of Filing: New Filing		_	_	• • • •	
		IDENTIFICAT	ION DATA		
1. Enter the information reques	ted about the issuer				
Name of Issuer(check if this:	is an amendment and name h	as changed, and	indicate cha	ange.)	
RTM Restaurant Group, Inc.					
Address of Executive Offices	(Number and Str	reet, City, State,	Zip Code)	Telephone Numb	er Uncluding Area Code)
5995 Barfield Road, N.E., Atlan	nta, Georgia 30328			404.256.4900	RECEIVED
Address of Principal Business O	perations (Number and Str	reet, City, State,	Zip Code)	Telephone Number	er (Including Ařea Code)
(if different from Executive Office	ces)		-		UN 1 0 2002
Brief Description of Business					81V # 0 5005
Operation of approximately 77	0 restaurants operating unde	r the tradename	"Arby's".		
		•		N.	164 (0)
Type of Business Organization					PROCESSED
orporation \	limited partnership, alrea	ady formed			PHOOLOGE-
		,	ot	her (please specify	/):
business trust	limited partnership, to be	5	_	formed): DUN 2 6 2002
Actual or Estimated Date of Inco		Mo	Year		THOMSON
Actual of Estimated Date of free	Siporation of Organization.	0 4	0 2		FINANCIAL
					☐ Estimated
Jurisdiction of Incorporation or	Organization: (Enter two lett	er II S Postal S	envice abbre		
surfaction of incorporation of	Organization. (Litter two-tett	ci C.S. i Ostal St	a vice abbit	viation for state.	GA

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

securities of the issueEach executive office	•	of corporate issuers and	l of corporate general and	d managing pa	artners of partnership iss
and		a Cara anton anala ina inana ana			
<u> </u>		of partnership issuers.	N/2	<u> </u>	
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	⊠Executive Officer ⊠	Director	General and/or Managing Partner
Full Name (Last name first, if	`individual)				
Cooper, Dennis E.			2		
Business or Residence Addres	•		Code)		
995 Barfield Road, N.E., Atl					
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	Executive Officer	□ Director □ Director	☐ General and/or Managing Partner
ull Name (Last name first, if	individual)				
Jmphenour, Jr., Russell V.					
Business or Residence Addres	-	· · · · · · · · · · · · · · · · · · ·	L'ode)		
5995 Barfield Road, N.E., Atla			Μr:	57 D:	
Check Box(es) that Apply:	Promoter	Beneficial Owner	⊠Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Garrett, Thomas A.	07 1	0' 0' 7'			
Business or Residence Addres	•		L'ode)		
995 Barfield Road, N.E., Atla			Mr	<u> </u>	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Welch, J. Russell					
Business or Residence Address	,	• • • • • •	Code)		
995 Barfield Road, N.E., Atla	anta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	⊠Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Barton, Sharron L.					
Business or Residence Address	•	• • • • • • •	Code)		
3995 Barfield Road, N.E., Atla					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Benham, Douglas N.		<u> </u>		·	
Business or Residence Address	•		Code)		
995 Barfield Road, N.E., Atla			54.5	F3 5:	
Theck Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
ull Name (Last name first, if is it.)	individual)				
Susiness or Residence Address	(Number and	Street, City, State, Zip C	Code)	<u> </u>	
		30328			

Enter the information requested for the following:

•	ner having the p	· ·	or direct the vote or disp	•	or more of a class of equ
	•	of corporate issuers and	d of corporate general and	d managing par	tners of partnership issue
	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Biondi, Ray					
Business or Residence Addr	•		Code)		
5995 Barfield Road, N.E., A					
Check Box(es) that Apply:	Promoter	Beneficial Owner	⊠Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Adelman, Dean A.	ogo (Niumbor and	1 Street City State 7im	Codo		
Business or Residence Addr 5995 Barfield Road, N.E., A	*	• • • • • • •	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Bauer, Susan	if individual)				3-8-
Business or Residence Addr	ess (Number and	Street, City, State, Zip	Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Collins, Daniel T.	if individual)				
Business or Residence Address 5995 Barfield Road, N.E., A	•	•	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, Hawkins, Gregory L.	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip (Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Gray, Jr., John L.	if individual)			•	
Business or Residence Address 5995 Barfield Road, N.E., A	•		Code)		
	Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Check Box(es) that Apply:			Executive Officer		Managing Partner
Full Name (Last name first,	ıı inaiviaual)				
Henderson, Wendy G. Business or Residence Addre	ess (Number and	Street City State 7in C	`nde`		The same of the sa
5995 Barfield Road, N.E., A	•				
2 2			onal copies of this sheet, a	is necessary.)	
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SEC 1972 (2-97)		3 of 2	13		

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

• Each beneficial own securities of the issu		ower to vote or dispose,	or direct the vote or dispe	osition of, 10%	or more of a class of equ
Each executive office and	cer and director	of corporate issuers and	d of corporate general and	I managing par	tners of partnership issue
Each general and m	anaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				8-8-
Odachowski, Jack					
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
995 Barfield Road, N.E., A	tlanta, Georgia	30328	,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	∑Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Hyer, Allison					
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		- , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1 , - 1
995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Keil, Devin L.					
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		· · · · · · · · · · · · · · · · · · ·
995 Barfield Road, N.E., At	lanta, Georgia	30328			
Theck Box(es) that Apply:	Promoter	Beneficial Owner	■ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
trait, Melissa M.					
Business or Residence Addre 995 Barfield Road, N.E., At	*	•	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first,	if individual)				
IcIntyre, Jeryl M.					
Business or Residence Addre	ss (Number and	Street, City, State, Zip (Code)	•	
995 Barfield Road, N.E., At	lanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	∑ Executive Officer	☐ Director	☐ General and/or Managing Partner
ull Name (Last name first, i	f individual)				
amples, Karen G.					
usiness or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
995 Barfield Road, N.E., At	lanta, Georgia	30328			
heck Box(es) that Apply:	Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner
ull Name (Last name first, i	f individual)				
chueth, Paul F.					
	on (Niumbor and	Street City State Zip (Code)		
usiness or Residence Addre	ss (Number and	onco, on, out,	•		
usiness or Residence Addre 995 Barfield Road, N.E., At	•		,		

BASIC IDENTIFICATION DATA

Each promoter of the issuer, if the issuer has been organized within the past five years;

2. Enter the information requested for the following:

securities of the issu Each executive office and		of corporate issuers and	d of corporate general and	managing par	tners of partnership issi
	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				Managing Farther
Blackmum, Jeffrey H.					
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Stallings, Robert S.		10 0 0			
Business or Residence Addre		•	Code)		
5995 Barfield Road, N.E., A			∑1		
Check Box(es) that Apply: Full Name (Last name first,	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Todd, Jr., John A.	n martiadar)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
5995 Barfield Road, N.E., A		•	,		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Gondolfo, Joseph					
Business or Residence Addre	-	•	Code)		
5995 Barfield Road, N.E., At					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, : Umphenour, III, Russell V.	ii individuai)				
Business or Residence Addre	ess (Number and	Street City State 7in (Ode)		
5995 Barfield Road, N.E., At	•	•	2040)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Umphenour, Sharon Sue Ca				<u></u>	
Business or Residence Addre		• • • • • • • • • • • • • • • • • • • •	Code)		
5995 Barfield Road, N.E., At					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				
Abelkop, Jason T.	oce (Niumban and	Street City State 7:-	Toda)		
Business or Residence Addre 5995 Barfield Road, N.E., At		•	Loue		

Enter the information requested for the following:

	•	following:			
 Each promoter of the 	he issuer, if the is	suer has been organized	within the past five years;		
 Each beneficial ow securities of the issu 		ower to vote or dispose,	or direct the vote or dispe	osition of, 10%	or more of a class of ed
 Each executive offinand 	icer and director	of corporate issuers and	d of corporate general and	l managing par	tners of partnership iss
 Each general and m 	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Harwood, Kevin C.					
Business or Residence Addr			Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Stager, Thomas L.					
Business or Residence Addr	•	•	Code)		
5995 Barfield Road, N.E., A			 		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Moorman, William A.	(N11	Court City Court 7:-	O - 4-)		
Business or Residence Addr	•		L'oae)		
		20220			
		- <u></u>			
Check Box(es) that Apply:	Promoter	30328 ☐ Beneficial Owner		Director	General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first,	Promoter	- <u></u>	☐ Executive Officer	Director	
Check Box(es) that Apply: Full Name (Last name first, Early, David L.	Promoter	☐ Beneficial Owner		Director	
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Address	Promoter if individual) ess (Number and	Beneficial Owner Street, City, State, Zip 0		Director	
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Address 6995 Barfield Road, N.E., A	Promoter if individual) ess (Number and tlanta, Georgia	Beneficial Owner Street, City, State, Zip 6	Code)		Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addres 5995 Barfield Road, N.E., A Check Box(es) that Apply:	Promoter if individual) ess (Number and tlanta, Georgia	Beneficial Owner Street, City, State, Zip 6		□ Director	
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addres995 Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first,	Promoter if individual) ess (Number and tlanta, Georgia	Beneficial Owner Street, City, State, Zip 6	Code)		Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P.	Promoter if individual) ess (Number and tlanta, Georgia	Beneficial Owner Street, City, State, Zip 0 30328 Beneficial Owner	Code) Executive Officer		Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses or Residence Addresses	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and	Beneficial Owner Street, City, State, Zip G 30328 Beneficial Owner Street, City, State, Zip G	Code) Executive Officer		Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses Barfield Road, N.E., A	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and tlanta, Georgia)	Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328)	Code) Executive Officer Code)	☐ Director	Managing Partner General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses Barfield Road, N.E., A	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and	Beneficial Owner Street, City, State, Zip G 30328 Beneficial Owner Street, City, State, Zip G	Code) Executive Officer		Managing Partner General and/or Managing Partner General and/or
Check Box(es) that Apply: Full Name (Last name first, Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply:	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and tlanta, Georgia The promoter and tlanta, Georgia	Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328)	Code) Executive Officer Code)	Director	Managing Partner General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Full Name (Last name first, A Check Box(es) that Apply:	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and tlanta, Georgia The promoter and tlanta, Georgia	Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328)	Code) Executive Officer Code)	Director	Managing Partner General and/or Managing Partner General and/or
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, General Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Herreman, Patrick S.	Promoter if individual) ess (Number and tlanta, Georgia : Promoter if individual) ess (Number and tlanta, Georgia : Promoter if individual)	Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner	Code) Executive Officer Code) Executive Officer	Director	Managing Partner General and/or Managing Partner General and/or
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Check Box(es) that Apply: Full Name (Last name first, Business or Residence Addresses Box(es) that Apply:	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual)	Street, City, State, Zip Common Street, City, State, City, City, State, City, Ci	Code) Executive Officer Code) Executive Officer	Director	Managing Partner General and/or Managing Partner General and/or
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses or Residence Addresses Box(es) that Apply: Full Name (Last name first, Acheck Box(es) that Apply: Full Name (Last name first, Acheck Box(es) that Apply: Full Name (Last name first, Herreman, Patrick S. Business or Residence Addresses or Residence Addresses Barfield Road, N.E., A	Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual) ess (Number and tlanta, Georgia Promoter if individual)	Street, City, State, Zip Common Street, City, State, City, City, State, City, Ci	Code) Executive Officer Code) Executive Officer	Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Full Name (Last name first, Business or Residence Address) Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Abt, Michael B. General Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Address or R	Promoter if individual) ess (Number and tlanta, Georgia (individual) ess (Number and tlanta, Georgia (individual) Promoter if individual) ess (Number and tlanta, Georgia (individual) ess (Number and tlanta, Georgia (individual))	Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328 Beneficial Owner Street, City, State, Zip (30328)	Code) Executive Officer Code) Executive Officer	☐ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner
Check Box(es) that Apply: Full Name (Last name first, Early, David L. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Kovac, Michael P. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Herreman, Patrick S. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Gereman, Patrick S. Business or Residence Addresses Barfield Road, N.E., A Check Box(es) that Apply: Full Name (Last name first, Full Name (Last name first, Patrick Box(es) that Apply:	Promoter if individual) ess (Number and tlanta, Georgia :	Street, City, State, Zip G 30328 Beneficial Owner Street, City, State, Zip G 30328 Beneficial Owner Street, City, State, Zip G 30328 Beneficial Owner Beneficial Owner	Code) Executive Officer Code) Executive Officer Code) Executive Officer	☐ Director	Managing Partner General and/or Managing Partner General and/or Managing Partner

A. BASIC IDENTIFICATION DATA

SEC 1972 (2-97) AO 736178.1

· ·		•	within the past five years		
 Each beneficial ow securities of the issu 		ower to vote or dispose,	or direct the vote or disp	osition of, 10%	or more of a class of equit
and		-	d of corporate general and	I managing pa	rtners of partnership issuer
Each general and n	nanaging partner	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Dasis, Jr., John M.					
Business or Residence Addr			Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	⊠Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Dudine, Theodore J.					
Business or Residence Addr	•	, , ,	Code)		
5995 Barfield Road, N.E., A		30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Hodges, Jr., Algie					
Business or Residence Addr 5995 Barfield Road, N.E., A	•	• • • • • • •	Code)	_	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Lippert, Michael I.					
Business or Residence Addre	ess (Number and	Street, City, State, Zip (Code)		
5995 Barfield Road, N.E., A	tlanta, Georgia	30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Martin, Frank H.					<u></u>
Business or Residence Addre	•		Code)		
5995 Barfield Road, N.E., A		30328			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Rogers, Robert P.					
Business or Residence Address 5995 Barfield Road, N.E., As	`		Code)		`
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Wade, John P.					
Business or Residence Addre	ess (Number and	Street, City, State, Zip C	Code)		
5995 Barfield Road, N.E., At	lanta, Georgia 3	30328			
		B. INFORMATION A	ABOUT OFFERING		
1. Has the issuer sold, or do	oes the issuer inte	end to sell, to non-accred	ited investors in this offer	ing?	Yes No
SEC 1972 (2-97) AO 736178.1		7 of 1			

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

				Ans	wer also in	Appendix	, Column	2, if filing u	ınder ULC	DE.				\boxtimes
2	What	is the mini	mum inve	stment tha	t will be ac	ccepted from	m any indi	vidual?				N	None	
3.	Does	the offering	permit jo	int owners	hip of a sir	ngle unit?			••••••		,	••••	Yes ∏	No
	comm offerir and/c	the informatission or sing. If a persor with a stated persor.	milar rem on to be li te or state	uneration t isted is an a es, list the n	for solicital associated ame of the	tion of pure person or a broker or	chasers in a agent of a b dealer. If r	connection broker or de more than i	with sales ealer regist five (5) per	of securiti ered with t sons to be	the SEC listed are			
		(Last nam												
N/A											<u>-</u>	••		
Busi	ness o	r Residence	e Address	(Number a	and Street,	City, State	e, Zip Code	2)						
Nan	ne of A	Associated I	Broker or	Dealer										
State	es in V	Vhich Perso	on Listed 1	Has Solicit	ed or Inter	nds to Solic	it Purchase	ers						
(C	heck '	'All States'	or check	individual	States)							••••	All Sta	ates
-	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
_	IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
-	MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full	Name	(Last nam	e first, if i	ndividual)										
Busi	ness o	r Residence	Address	(Number a	nd Street,	City, State	, Zip Code	:)						
Nam	ne of A	Associated I	Broker or I	Dealer								,		
State	es in V	Vhich Perso	n Listed I	Has Solicite	ed or Inten	ds to Solic	it Purchase	ers	<u>-</u>					
													☐ All Sta	ates
•	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[]	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[]	MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[]	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full	Name	(Last nam	e first, if i	ndividual)										
Busin	ness o	r Residence	Address	(Number a	nd Street,	City, State	, Zip Code)						
Nam	ie of A	ssociated E	Broker or I	Jealer										
		hich Perso											-	
•		All States"			-							••••	All Sta	tes
	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
_	L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
•	MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
1]	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange		
	offering, check this box \boxtimes and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$ 0	\$ 0
	Equity	\$167,140,000 (1)	\$167,140,000 (1)
	☐ Preferred	<u> </u>	Ψ <u>101,1110,000</u>
	Convertible Securities (including warrants)	\$0	\$ 0
	Partnership Interests		\$0 \$0
	Other (Specify)		\$ 0
	Total		\$167,140,000(1)
wh	(1)RTM Restaurant Group, Inc. will issue up to 100,000,000 shares of its common stock upon the ergers of RTM, Inc. into its wholly-owned subsidiary and RTM Holding Company, Inc. into another colly-owned subsidiary. The value of the RTM Restaurant Group Stock issued in the mergers was termined by independent appraisal.	\$1 07,190,000	\$107,1 40,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		\$167,140,000(1)
	Non-accredited Investors	0	0
	Total (for filings under Rule 504 only)	N/A	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Tuno of offering	Type of	Dollar Amount
	Type of offering	Security	Sold
			Ď
	Regulation A		\$
	Rule 504		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may not be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		5
	Transfer Agent's Fees		\$ 0
	Printing and Engraving Costs	,	\$ 0
	Legal Fees		\$\$
	Accounting Fees		\$ <u>50,000</u> \$ 0
	Engineering Fees		\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)		\$ 0
	Other Expenses (identify)		\$ 0 \$ 0
	Total	57	\$ 30,000

•	b. Enter the difference between the aggregate of Question 1 and total expenses furnished in responsis the "adjusted gross proceeds to the issuer."	nse to Part C - Question 4.a. This differer	nce	\$	167,110,00	00
5.	Indicate below the amount of the adjusted gross pused for each of the purposes shown. If the amou estimate and check the box to the left of the estime equal the adjusted gross proceeds to the issuer set above.	proceeds to the issuer used or proposed to nt for any purpose is not known, furnish ate. The total of the payments listed mus	be an t		20,12,20,00	70
			Off Direc	nents to ficers, ctors & iliates		ents To hers
	Salaries and fees		🗍 \$	0	S	0
	Purchase of real estate		🔲 \$	0	\$	00
	Purchase, rental or leasing and installation of	machinery and equipment	🔲 \$	00	\$	0
	Construction or leasing of plant buildings and	1 facilities	🔲 \$	00	\$	0
	Acquisition of other businesses		🔀 \$ <u>167</u>	7,110,000	\$	00
	Payment of indebtedness		🔲 \$	0	\$	0
	Working Capital		🔲 \$	00	\$	0
	Other (specify):		🔲 \$	00	\$	0
	Column Totals		🔲 \$	0	\$	0
	Total Payments Listed (column totals added)			⊠ \$ <u>167</u>	,110,000	
<u>.</u>		D. FEDERAL SIGNATURE				
	<u> </u>	D. FEDERAL SIGNATURE				
fol:	e issuer has duly caused this notice to be signed by owing signature constitutes an undertaking by the uest of its staff, the information furnished by the iss	e issuer to furnish to the U.S. Securities	and Exchang	ge Commis	sion, upor	n writter
lss	uer (Print or Type)	Signature		Date		
	M Restaurant Group, Inc.	- Wh		June 🙋,	2002	
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)	1			
J. 1	Russell Welch	Sr. Vice President and Assistant Secret	ary			
			·			
		ATTENTION				
	Intentional misstatements or omission	s of fact constitute federal criminal viola	itions. (See 18	U.S.C. 100	01.)	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	ls any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disq provisions of such rule?	ualification	Yes	No
	See Appendix, Column 5, for state response.			
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which form D (17 CFR 239.500) at such times as required by state law.	this notice is fi	led, a	notice or
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request issuer to offerees.	, information f	ùrnish	ed by the
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the of this exemption has the burden of establishing that these conditions have been satisfied.			
	issuer has read this notification and knows the contents to be true and has duly caused this notice to ersigned duly authorized person.	be signed on i	ts beha	ılf by th ϵ
Issue	er (Print or Type) Signature	Date		
RTM	1 Restaurant Group, Inc.	June <u>U</u> , 2002	2	

Title of Signer (Print or Type)

Sr. Vice President and Assistant Secretary

E. STATE SIGNATURE

Instruction.

Name of Signer (Print or Type)

J. Russell Welch

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1-	Intend to non-ac	Type of security and aggregate offering price offered in state B-ltem 1) Type of security and aggregate offering price offered in state (Part C-ltem 1) Type of investor and amount purchased in State (Part C-ltem 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
ΑZ									
AR									
CA						<u> </u>			
СО									
СТ									
DE									
DC								-	
FL									
GA		X	Common Stock	42	\$167,140,000(1)	0	0		X
HI									
ID									
IL									
IN									
lA									
KS								-	
KY									
LA						!		<u> </u>	
ME									
MD								-	
MA									
MI									
MN									
MS								 	-
МО									

APPENDIX

				APPEN	NDIX					
-]	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT										
NE										
NV										
NH									ļ	
NJ										
NM										
NY										
NC										
ND										
ОН										
OK									-	
OR										
PA										
RI										
SC									-	
SD							<u> </u> ,			
TN										
TX										
UT										
VT										
VA							-			
WA										
WV									-	
WI										
WY										
PR										